

JUN 30 '10 -4 15 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588

VIA UPS 2nd DAY AIR

June 28, 2010

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Re: Documents for Rail Recordation

**Re: Memorandum of Lease Agreement**

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated May 14, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under primary Recordation Number 22264.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 N River Road, Suite 5000
Rosemont, IL 60018

Lessee: Thompson Industries, Inc.
4260 S. Arkansas Avenue
Russellville, AR 72802

A description of the railroad equipment covered by the enclosed document is for fifteen (15) 66' gondola cars having NOKL marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

Marcia Dunne
Senior Documentation Specialist

Enclosures

(TOM033)

ASSGN. NO.: TOM033

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MEMORANDUM OF LEASE

SOUTHERN TRANSPORTATION BOARD

14th THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the May day of 2010, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Thompson Industries, Inc. ("Lessee"), an Arkansas corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as March 22, 1996, as amended, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 33 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of May 14, 2010 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. SeymourName: RICHARD F. SEYMOUR
VICE PRESIDENT SALES & Mktg. POLITICS

Title: _____

By: Susan Grokulska
Name: SUSAN GROKULSKY
Title: ASST. DIRECTOR OF DOCUMENTATIONExecuted on this 14th day of May, 2010.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, GEORGIA FREIBURGER a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 14th day of May, 2010.Georgia Freiburger
Notary Public

My Commission Expires:

6-2012
(Notary Public)

LESSEE:

THOMPSON INDUSTRIES, INC.

By: Clayton Bryson

Name: Clayton Bryson

Title: TRANSPORTATION MANAGER

ATTEST:

By: Anna Hendricks

Name: Anna Hendricks

Title: Secretary / Treasurer

Executed on this 12 day of MAY, 2010.

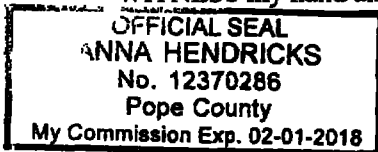
[CORPORATE SEAL]

STATE OF ARKANSAS

COUNTY OF POPE

I, ANNA HENDRICKS, a Notary Public of the County and State aforesaid, certify that CLAYTON BRYSON personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 12 day of MAY, 2010.



Anna Hendricks
Notary Public

Commission Expires:

2-1-18
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Fifteen (15)

DESCRIPTION OF CARS: 66' gondola Cars (Car type E735).

CAR NUMBERS:

NOKL 360001
NOKL 360003
NOKL 360006
NOKL 360017
NOKL 360030
NOKL 360039
NOKL 360060
NOKL 360061
NOKL 360068
NOKL 360112
NOKL 360114
NOKL 360120
NOKL 360166
NOKL 360177
NOKL 360179